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November 1, 2002

The Honorable Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

DOCKET NO.

02-01199

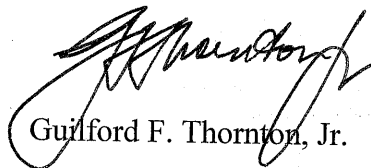
RE: Petition for Proposed Merger of Frontier Communications of America, Inc., and
Citizens Telecommunications Company and Subsequent Name Change to
Frontier Communications of America

Dear Chairman Kyle:

I am enclosing with this letter an original and thirteen copies of the above referenced
Petition. Please advise if there are additional steps which we must take to place this matter
before the Authority.

Should you have any questions or require anything further at this time, please do not
hesitate to contact me.

Sincerely,



Guilford F. Thornton, Jr.

cc: Gregg Sayre

**STATE OF TENNESSEE
TENNESSEE REGULATORY AUTHORITY**

**PETITION FOR PROPOSED MERGER OF
FRONTIER COMMUNICATIONS OF AMERICA, INC.,
AND CITIZENS TELECOMMUNICATIONS COMPANY AND SUBSEQUENT NAME
CHANGE TO FRONTIER COMMUNICATIONS OF AMERICA**

I. Introduction.

Pursuant to Tenn. Code Ann. §65-4-112, Citizens Communications Company (“Citizens”), Citizens Telecommunications Company,¹ and Frontier Communications of America, Inc. (“Frontier Communications of America”) hereby request that the Tennessee Regulatory Authority (the “Authority”) approve a transaction whereby Frontier Communications of America shall be merged into Citizens Telecommunications Company (“the Transaction”). Citizens currently controls two subsidiaries, Citizens Telecommunications Company and Frontier Communications of America, that provide long distance service across the country. The two companies are proposing to merge their operations by December 31, 2002.

II. Description of the Companies.

Citizens has a long history of providing utility and telecommunications services. Prior to June 2001, Citizens owned incumbent local exchange carrier subsidiaries operating approximately 1.4 million telephone access lines in Arizona, California, Idaho, Illinois, Minnesota, Montana, Nebraska, Nevada, New Mexico, New York, North Dakota, Oregon, Pennsylvania, Tennessee, West Virginia and Wisconsin.² Prior to June 2001, Citizens primarily

¹ Citizens Telecommunications Company currently does business as “Citizens Long Distance” and on 10/8/02 filed an application with the TN Secretary of State’s office to use the doing business name of “Frontier Long Distance”.

² Citizens Telecommunications Company of Tennessee, LLC and Citizens Telecommunications Company of the Volunteer State, LLC, a subsidiary of Citizens, provides basic local exchange service in Tennessee.

offered long distance services to the customers of its ILEC subsidiaries through a long distance subsidiary Citizens

Telecommunications Company.³

Citizens Telecommunications Company is certified as a long distance provider. That certificate of authority was issued by the Tennessee Regulatory Authority on November 10, 1995, in docket number 95-03786. Citizens Telecommunications Company provides intrastate and/or interstate long distance service to subscribing local telephone service customers of Citizens Telecommunications Company of Tennessee, LLC d/b/a Frontier Communications of Tennessee and Citizens Telecommunications Company of the Volunteer State, LLC d/b/a Frontier Communications of the Volunteer State. Some of Citizens Telecommunications Company's customers use calling card services while traveling in Tennessee. Citizens Telecommunications Company has an approved tariff on file with the Authority, establishing the rates, terms and conditions for its intrastate long distance services. Citizens Telecommunications Company is also certified to provide competitive local exchange service in Tennessee in docket number 96-00779, in an order issued on June 27, 1996. However, Citizens Telecommunications Company currently does not presently provide local service to any customers in Tennessee.

In June 2001, Citizens Communications purchased from Global Crossing Ltd. 100% of the stock of Frontier Corp.'s local exchange carrier subsidiaries, which owned approximately 1.1 million telephone access lines in Alabama, Florida, Georgia, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, New York, Ohio, Pennsylvania and Wisconsin. As part of the transaction with Global Crossing, Citizens also purchased Frontier Communications of America, which offered long distance services to the customers of Frontier Corp.'s ILEC subsidiaries.

³ Citizens also controls NewOp Communications, Inc. and New North Communications, Inc. that provide long distance service in New York and Wisconsin, respectively.

Frontier Communications of America was certified by the Authority as a long distance provider in docket number 01-00577 in an order dated February 26, 2002. Frontier Communications of America does not currently provide intrastate long distance service to local telephone service customers in Tennessee. Some of Frontier Communications of America's customers may use calling card services while traveling in Tennessee. Frontier Communications of America has approved tariffed rates on file with the Authority.

III. Proposed Transaction.

As a result of Citizens Communications' acquisition of Frontier in June 2001, Citizens currently has two subsidiaries offering long distance services across the country. During the past fifteen months, the long distance product offerings, pricing and promotional activities of the two companies have become more synchronized and employee work functions consolidated. Consequently, Citizens, Frontier Communications of America and Citizens Telecommunications Company have decided to eliminate duplicative legal entities that provide similar long distance services.

The proposed merger transaction is very simple. Citizens Telecommunications Company will acquire all of the outstanding shares of capital stock of Frontier Communications of America. As of the effective date of the merger, all of the issued and outstanding shares of Frontier Communications of America shall cease to exist and be canceled. Citizens Telecommunications Company will be the surviving entity and will serve over 1.1 million long distance customer lines across the country. Simultaneous with the merger Transaction, Frontier Communications of America will relinquish its long distance certificates and Citizens Telecommunications Company will change its name to "Frontier Communications of America."

Frontier Communications of America will comply with all FCC customer notice and transfer requirements and all state requirements. The combined long distance company seeks to continue to operate under the terms and conditions included in the long distance certificate of

authority issued to Citizens Telecommunications Company by the Tennessee Regulatory Authority. In addition, the Frontier Communications of America pricing, terms and conditions currently in effect in Tennessee, will be replaced with the Citizens Telecommunications Company pricing, terms and conditions. Since Frontier Communications of America has no existing customers in Tennessee there will be no customer impact as a result of these rate changes affected by this Transaction.

For customers currently provided service by Citizens Telecommunications Company, the only change will be the name change to Frontier Communications of America, the entity providing long distance service. All customers will continue to be served in the same manner and at the same rates as they are served today. There will be no impact on Citizens Telecommunications Company's existing authority to provide competitive local exchange services, other than the name change.

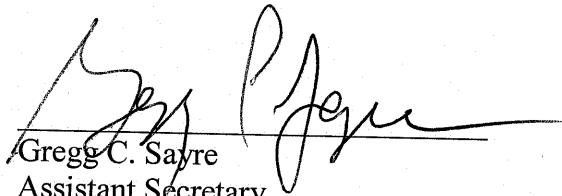
IV. Approval Requested.

Citizens Telecommunications Company and Frontier Communications of America are already certified as a long distance providers and would like to merge their operations by the end of 2002. The Companies request that the Authority take the following actions and approve the proposed Transaction: (1) approve the merger of Frontier Communications of America into Citizens Telecommunications Company and allow the combined entity to continue to operate under Citizens Telecommunications Company's existing certificate of convenience; (2) approve the name change of the combined company to Frontier Communications of America d/b/a Frontier Long Distance; (3) accept the relinquishment of Frontier Communications of America's long distance certificate of authority with the Transaction Closing.

CONCLUSION

For the reasons stated herein, Citizens, Citizens Telecommunications Company and Frontier Communications of America respectfully request that the Authority approve the consolidation of the Citizens Telecommunications Company and Frontier Communications of America subsidiaries.

Respectfully submitted,


Gregg C. Sayre
Assistant Secretary

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